

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

-----X

JAGUAR CARS, A Division of the Ford Motor  
Company,

Civ. No. 03CV12532RGS

Plaintiff,

- against -

LEE IMPORTED CARS, INC.,

Defendant.

-----X

**JAGUAR'S MOTION FOR LEAVE TO FILE A REPLY TO DEFENDANT LEE  
IMPORTED CARS, INC.'S OPPOSITION TO JAGUAR'S MOTION FOR (1)  
SUMMARY JUDGMENT ON ITS DECLARATORY JUDGMEN CLAIM AND (2)  
PARTIAL DISMISSAL OF DEFNEDANT'S COUNTERCLAIMS**

Pursuant to Local Rule 7.1(B)(3), Jaguar Cars, a Division of the Ford Motor Company ("Jaguar") respectfully submits this Motion for Leave to File a Reply to Defendant Lee Imported Cars, Inc.'s ("Lee") Opposition to Jaguar's Motion for (1) Summary Judgment on its Declaratory Judgment Claim and (2) Partial Dismissal of Defendant's Counterclaims (the "Motion"). As grounds for this Motion, Jaguar states that Lee's Opposition raises factual and legal arguments that were not reasonably anticipated by Jaguar's original motion, including: (i) Lee's suggestion that, notwithstanding the fact that there is as of yet no Jaguar dealership in Norwood, Massachusetts, Jaguar might have granted a franchise on or before October 30, 2002; (ii) Lee's position that it has no burden of proof on its own standing; (iii) Lee's argument as to unconstitutional retroactivity; (iv) Lee's attempt to introduce extrinsic evidence that it was orally promised an exclusive territory in the 1970's or 1980's; and (v) Lee's newly-

asserted "promissory estoppel" theory. Jaguar's reply memorandum will assist the Court in assessing these new arguments. A copy of Jaguar's Reply is attached as Exhibit 1 hereto.

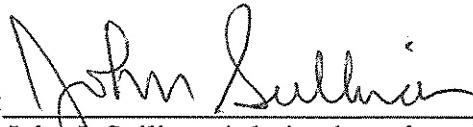
Wherefore, Jaguar requests that it be granted leave to file the attached Reply.

Dated: New York, New York  
April 26, 2004

Respectfully submitted,

KIRKPATRICK & LOCKHART LLP

By:

  
John J. Sullivan (admitted *pro hac vice*)  
599 Lexington Avenue  
New York, New York 10022  
(212) 536-3900

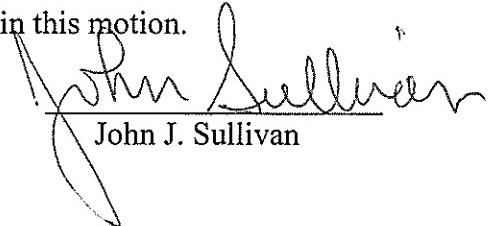
KIRKPATRICK & LOCKHART LLP

Sarah C. Kellogg (BBO# 637530)  
75 State Street  
Boston, Massachusetts 02109

Attorneys for Jaguar Cars, a Division of the  
Ford Motor Company

**CERTIFICATE PURSUANT TO LOCAL RULE 7.1**

I, the undersigned counsel for Jaguar, have conferred with counsel for Lee and have been unable to resolve the issues raised in this motion.



John J. Sullivan